

Exhibit "B"

Independent Review Process

Independent Review (IR) is available to a California Claimant who is entitled to claim reassessment under the terms of the California Settlement Agreement to which this exhibit is attached. In the event a California Claimant is not satisfied with a decision of the Company's Claim Reassessment Unit (CRU) that upholds, in whole or in part, the original decision that either denied or closed his or her claim, the following process shall be implemented for independent review of the CRU's decision:

1. The California Claimant has the right to request IR no later than 30 days after the date of the letter informing the California Claimant that the original decision to deny or close has been upheld in whole or in part. The date of the letter is the date on which the letter is posted in the U.S. mail or sent by other delivery service. The letter shall provide the reasons, and the factual and legal bases for each reason given, for the CRU's decision.
2. IR shall be composed of and operate as follows:
 - a. An individual is to be selected by mutual agreement of CDI and the Company, based upon his or her general experience and reputation in California (IR Director), to perform several functions. The individuals whose names are submitted by CDI and the Company to each other for consideration to be named IR Director must disclose any financial interests or business relationships likely to affect impartiality or that might create an appearance of partiality. The Company will contract with the IR Director, who will be retained as an independent consultant of the Company to perform the duties and tasks of the IR Director as specified herein. The Company's contract with the IR Director will run for a period of 21 months from the effective date of the California Settlement Agreement, and it is the Company's intent that the IR Director will be given sole discretion with respect to the duties described. The contract will be compliant with California laws and approved as to form by the CDI.
 - b. The IR Director is to perform, among other things, the following functions as part of the IR:
 - (i) propose a list of potential Reviewers of reassessed claims for which IR is sought;
 - (ii) administer the process of developing the panel of Reviewers;
 - (iii) be compensated a reasonable amount mutually agreed upon by the IR Director, CDI and the Company and paid by the Company;
 - (iv) mutually agree with CDI and the Company on a reasonable compensation and expense reimbursement arrangement for the Reviewers in connection with their review of CRU decisions;

- (v) mutually agree with CDI and the Company on other guidelines initially and from time to time in order to facilitate claim file and decision review in an efficient and expeditious manner by the Reviewers, including the circumstances and manner in which the opinions of Reviewers are documented in the claim files; and,
 - (vi) mutually agree with CDI and the Company on rules relating to confidentiality that must be agreed to by each Reviewer concerning his or her activities as a Reviewer, including among other matters, facts relating to personal information in claim files.
- c. The IR Director is to propose a list of 25 individuals with varied backgrounds, experience and areas of relevant expertise who the IR Director believes are qualified to review a disability claim file and the decision made by the CRU and, to the knowledge of the IR Director, have no bias toward either claimants or insurers in determining disability claims.
- d. The list of names proposed by the IR Director is to be submitted to CDI and the Company for consideration, and CDI and the Company, each without any reason provided, may peremptorily strike as many as five names from the IR Director's list. Additionally, CDI and the Company each may provide reasons to the IR Director for deleting additional names from the proposed list, and if the IR Director believes, in his or her sole discretion, that the reasons given justify the deletion, the challenged individuals are to be deleted from the list of potential Reviewers. The primary focus of challenges should relate to the qualifications of the individual to review a disability claim file fairly, thoroughly and objectively.
- e. If the IR Director believes that the foregoing process, once implemented, does not result in sufficient Reviewers to perform the requested IR on a timely basis, or that the Reviewers do not represent diverse enough fields to provide the resources for a quality review, the IR Director shall propose additional names and the process outlined above will be followed again, using an appropriate number of potential Reviewers until the IR Director, after consulting with the Company and CDI, believes that the number of Reviewers is sufficient to administer the IR on a timely and effective basis.
- f. The IR Director is to assign one or more Reviewer to each claim file for which an IR has been requested on a timely basis, taking into account workloads, special qualifications of the Reviewers, and issues that might be prominent in the claim file assigned.
- g. A Reviewer is to have access to the following in performing a claim file review:
 - (i) Complete claim file;
 - (ii) Letter sent to the claimant by the CRU providing the decision, reasons, and factual and legal bases for the reasons for the CRU's decision for which IR has been requested;

- (iii) Access to the individual or individuals in the CRU who primarily were responsible for the review and decision of the CRU, in order to better understand any issues relating to the file or the CRU decision; and,
 - (iv) Access to any other Reviewer who possesses special qualifications or experience that the assigned Reviewer believes are needed in order adequately to review the file and the CRU decision in question and whose consultation is sought by the Reviewer.
- h. The nature of the review by the Reviewer is de novo: the entire file and process undertaken during the initial claim review and subsequently during the CRU are subject to review by the Reviewer without deference to the CRU. The Reviewer is seeking to determine, among other things, whether or not the CRU's decision results from a good faith effort to obtain the material information necessary to make an informed claim decision – an effort expended in a fair, thorough, objective investigation; and whether or not the CRU has analyzed and weighed that information in a fair, thorough and objective manner.
- (i) If the IR Director, after consultation with the Reviewer, believes that additional information would be material to resolving whether the CRU decision being reviewed meets the standards established in the California Settlement Agreement or whether the claimant is entitled to benefits not previously awarded under the policy, that information is to be obtained so long as the IR Director also reasonably determines that the cost and time involved in obtaining the additional information are not unreasonably disproportionate to the issue that the additional information is intended to address.
- (j) The goal of the IR process is to determine whether the claimant is entitled to benefits not previously awarded under the policy.
- (k) If it appears that any Reviewer has engaged in a pattern or practice that suggests he or she is not qualified for the task of an informed review of a disability claim file, or that he or she is not performing in a fair, thorough and objective manner, either the Company or CDI may present facts to the IR Director substantiating a request that the Reviewer be removed from the panel of Reviewers, and the IR Director in his or her sole discretion may determine whether or not to remove the Reviewer.
- (l) If at the conclusion of the review of a claim file by a Reviewer, any issues or concerns raised by the Reviewer about the handling of the claim or the information relied upon by the CRU are not resolved to the satisfaction of Reviewer and the CRU, the final decision of the CRU will be the final decision on the claim file; provided, however, the Reviewer may add to the claim file any information or opinion that he or she believes appropriate relating to the handling of the claim, the information relied upon or additional information ("Reviewer's Report"). If the CRU challenges the propriety of any portion of the Reviewer's Report, the IR Director shall decide in his or her sole discretion whether the

challenged portion of the Reviewer's Report is appropriate for inclusion in the claim file or should be deleted or modified. The claim file, including the Reviewer's Report as finally determined by the IR Director, shall be available to the claimant.

3. This IR process for the CRUs decisions for California Claimants is entered into in good faith by the Company and CDI to provide a method of independent review that is appropriate for the circumstances. The approach set forth in this exhibit may be reviewed by each party after the IR process has had sufficient time in which to operate for assessing its effectiveness. If either party believes that changes should be made in order to better accomplish its purpose, the suggested changes shall be considered in good faith by the other party and, if there is mutual agreement, the changes shall be implemented.